

I'm attaching non-competitive requests for the MCOs, Contract Summary Sheets for MCOs, and amendment for MCOs. There are two amendments: one is for Select; the other applies to all of the other MCOs with the exception of UAHC. The language applies to UAHC, however the term of UAHC (per contract summary sheet and non-competitive request) ends 06/30/2006.

Alma Chilton  
Contract Coordinator  
Bureau of TennCare  
310 Great Circle Road  
Nashville, TN 37243  
Phone: 615-507-6384  
Fax: 615-253-5414  
Email: Alma.Chilton@state.tn.us

**CONTRACT #4  
RFS # 318.66-026**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:  
Volunteer State Health Plan,  
Inc. (TennCare Select)**

# REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration  
Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required.  
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT  
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS # 318.66-026

STATE AGENCY NAME : Departament of Finance and Administration, Bureau of TennCare

SERVICE CAPTION : Provides TennCare covered services to children in State custody and provides a safety net should other MCO's fail.

CONTRACT # FA-02-14632-00

PROPOSED AMENDMENT # 12

CONTRACTOR : Volunteer State Health Plan, Inc.

CONTRACT START DATE : July 1, 2001

CURRENT, LATEST POSSIBLE END DATE :  
(including ALL options to extend) 12/31/2005

CURRENT MAXIMUM LIABILITY : \$286,520,361.90

LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :  
(including ALL options to extend) 12/31/2006

TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :  
(including ALL options to extend) \$405,207,202.90

APPROVAL CRITERIA :  
(select one)



use of Non-Competitive Negotiation is in the best interest of the state



only one uniquely qualified service provider able to provide the service

ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)

(1) description of the proposed additional service and amendment effects :

This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

BlueCross BlueShield 801 Pine St Chattanooga, TN 37402

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

**SIGNATURE DATE:**

# CONTRACT SUMMARY SHEET

RFS Number:	318.66-026	Contract Number:	FA-02-14632-12
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare
<b>Contractor</b>		<b>Contract Identification Number</b>	
VSHP (TennCare Select)		<input type="checkbox"/> V- <input type="checkbox"/> C-	
<b>Service Description</b>			
Managed Care Organization Services (ASO) / Medically necessary Health Care Services to the TennCare / Medicaid Population			
<b>Contract Begin Date</b>		<b>Contract End Date</b>	
7/1/2001		12/31/2006	
<b>Allotment Code</b>	<b>Cost Center</b>	<b>Object Code</b>	<b>Fund</b>
318.66	532	134	11
		<input type="checkbox"/> STARS	
<b>FY</b>	<b>State Funds</b>	<b>Federal Funds</b>	<b>Interdepartmental Funds</b>
2002	\$ 6,755,937.23	\$ 11,843,931.25	
2003	\$ 15,785,123.40	\$ 17,294,819.40	
2004	\$ 25,125,990.72	\$ 38,364,165.90	
2005	\$ 58,007,447.00	\$ 58,007,447.00	
2006	\$58,007,447.00	\$58,007,447.00	
2007	\$29,003,723.50	\$29,003,723.50	
<b>Total:</b>	\$192,685,668.85	\$ 212,521,534.05	
<b>CFDA#</b>	93.778 Title XIX Dept. of Health & Human Svcs.		
<b>State Fiscal Contract</b>		<b>Check the box ONLY if the answer is YES:</b>	
Name: Scott Pierce Address: Great Circle Road Phone: Nashville, TN (615)507-6415		Is the Contractor a SUBRECIPIENT? (per OMB A-133)	
		Is the Contractor a Vendor? (per OMB A-133)	
		Is the Fiscal Year Funding STRICTLY LIMITED?	
Procuring Agency Budget Officer Approval Signature		Is the Contractor on STARS?	
Scott Pierce		Is the Contractor's FORM W-9 ATTACHED?	
		Is the Contractor's Form W-9 Filed with Accounts?	
<b>COMPLETE FOR ALL AMENDMENTS (only)</b>			<b>Funding Certification</b>
	<b>Base Contract &amp; Prior Amendments</b>	<b>This Amendment ONLY</b>	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
<b>CONTRACT END DATE:</b>	<b>12/31/2005</b>	<b>12/31/2006</b>	
<b>FY: 2002</b>	\$ 18,599,868.48		
<b>FY: 2003</b>	\$ 33,079,942.80		
<b>FY: 2004</b>	\$ 63,490,156.62		
<b>FY: 2005</b>	\$116,014,894.00		
<b>FY: 2006</b>	\$55,335,500.00	\$60,679,394.00	
<b>FY: 2007</b>		\$58,007,447.00	
<b>Total:</b>	\$ 286,520,361.90	\$118,686,841.00	

**CONTRACT #5**  
**RFS # 318.66-027**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**UAHC of Tennessee (formerly  
Omni Health Plan)**

# REQUEST: NON-COMPETITIVE AMENDMENT

**APPROVED**

**Commissioner of Finance & Administration**

**Date:**

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

<b>RFS #</b>	318.66-027		
<b>STATE AGENCY NAME :</b>	Department of Finance and Administration, Bureau of TennCare		
<b>SERVICE CAPTION :</b>	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
<b>CONTRACT #</b>	FA-02-14862-00	<b>PROPOSED AMENDMENT #</b>	9
<b>CONTRACTOR :</b>	UAHC of Tennessee (formerly Omni Health Plan)		
<b>CONTRACT START DATE :</b>	July 1, 2001		
<b>CURRENT, LATEST POSSIBLE END DATE :</b> (including ALL options to extend)	12/31/2006		
<b>CURRENT MAXIMUM LIABILITY :</b>	\$1,263,219,612.67		
<b>LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :</b> (including ALL options to extend)	06/30/2006		
<b>TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :</b> (including ALL options to extend)	\$1,129,314,362.67		
<b>APPROVAL CRITERIA :</b> (select one)	<input checked="checked" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
<b>ADDITIONAL REQUIRED REQUEST DETAILS BELOW</b> (address each item immediately following the requirement text)			
<b>(1) description of the proposed additional service and amendment effects :</b>			
This amendment reduces the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.			

**(2) explanation of need for the proposed amendment :**

This amendment is needed to clarify TennCare changes recently approved by CMS and courts as well as modify the MCO contracts to conform to changes, as well as provide needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

1769 Paragon Drive, Suite 100, Memphis, TN 38132

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

**SIGNATURE DATE:**



# CONTRACT SUMMARY SHEET

RFS Number	318.66-027	Contract Number	FA-02-14862-09
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor		Contract Identification Number	
UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)		<input type="checkbox"/> V- <input type="checkbox"/> C-	

## Service Description

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/2001	6/30/2006

Alignment Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
Total	\$ 412,836,891.02	\$ 716,477,471.65			\$	1,129,314,362.67

GFOA#	93.778 Title XIX Dept. of Health and Human Services	Check the box ONLY if the answer is YES
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State Fiscal Contract		Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name: Scott Pierce	310 Great Circle Road Nashville, TN (615)507-6415	Is the Contractor a Vendor? (per OMB A-133)
Address:		Is the Fiscal Year Funding STRICTLY LIMITED?
Phone:		Is the Contractor on STARS?
Procuring Agency/Budget Officer Approval Signature		Is the Contractor's FORM W-9 ATTACHED?
Scott Pierce		Is the Contractor's Form W-9 Filed with Accounts?

## COMPLETE FOR ALL AMENDMENTS (only)

	Base Contract & Prior Amendments	This Amendment ONLY
END DATE	12/31/2006	6/30/2006
FY: 02	\$142,086,443.00	
FY: 03	\$214,530,000.00	
FY: 04	\$237,076,919.67	
FY: 05	\$267,810,500.00	
FY: 06	\$267,810,500.00	
FY: 07	\$133,905,250.00	-\$133,905,250.00
Total	\$1,263,219,612.67	-\$133,905,250.00

## Funding Certification

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

**CONTRACT #6**  
**RFS # 318.66-028**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**Volunteer State Health Plan,  
Inc.**

# REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

<b>RFS #</b>	318.66-028		
<b>STATE AGENCY NAME :</b>	Department of Finance and Administration, Bureau of TennCare		
<b>SERVICE CAPTION :</b>	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
<b>CONTRACT #</b>	FA-02-14859-00	<b>PROPOSED AMENDMENT #</b>	16
<b>CONTRACTOR :</b>	Volunteer State Health Plan, Inc.		
<b>CONTRACT START DATE :</b>	July 1, 2001		
<b>CURRENT, LATEST POSSIBLE END DATE :</b> (including ALL options to extend)	12/31/2006		
<b>CURRENT MAXIMUM LIABILITY :</b>	\$3,235,252,751.23		
<b>LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :</b> (including ALL options to extend)	12/31/2006		
<b>TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :</b> (including ALL options to extend)	\$3,235,252,751.23		
<b>APPROVAL CRITERIA :</b> (select one)	<input checked="checked" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
<b>ADDITIONAL REQUIRED REQUEST DETAILS BELOW</b> (address each item immediately following the requirement text)			
<b>(1) description of the proposed additional service and amendment effects :</b>			
This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.			

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

BlueCross BlueShield 801 Pine St Chattanooga,TN 37402

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

**SIGNATURE DATE:**

# CONTRACT SUMMARY SHEET

RFS Number	318.66-028			Contract Number	FA-02-14859-16		
State Agency	Department of Finance and Administration			Division	Bureau of TennCare		
Contractor				Contract Identification Number			
VOLUNTEER STATE HEALTH PLAN, INC				<input type="checkbox"/> V- <input type="checkbox"/> C-			
Service Description							
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population							
Contract Begin Date				Contract End Date			
7/1/2001				12/31/2006			
Item #	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code	
318.66	411	134	11	<input type="checkbox"/> STARS			
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)		
2002	\$ 211,390,549.00	\$ 368,945,043.00			\$ 580,335,592.00		
2003	\$ 219,070,544.84	\$ 381,939,263.16			\$ 601,009,808.00		
2004	\$ 219,561,969.10	\$ 405,873,066.13			\$ 625,435,035.23		
2005	\$ 223,265,116.00	\$ 409,348,300.00			\$ 632,613,416.00		
2006	\$ 196,511,500.00	\$ 334,061,100.00			\$ 530,572,600.00		
2007	\$ 93,626,200.00	\$ 171,660,100.00			\$ 265,286,300.00		
Total	\$1,163,425,878.94	\$ 2,071,826,872.29			\$ 3,235,252,751.23		
GPDAY: 93.778 Title XIX Dept. of Health & Human Services				Circle the box ONLY if the answer is YES:			
State Fiscal Contract				Is the Contractor a SUBRECIPIENT? (per OMB A-133)			
Name: Scott Pierce				Is the Contractor a Vendor? (per OMB A-133)			
Address: 310 Great Circle Road				Is the Fiscal Year Funding STRICTLY LIMITED?			
Phone: Nashville, TN				Is the Contractor on STARS?			
(615)507-6415				Is the Contractor's FORM W-9 ATTACHED?			
Procuring Agency Budget Officer Approval Signature				Is the Contractor's Form W-9 Filed with Accounts?			
Scott Pierce				Funding Certification			
COMPLETE FOR ALL AMENDMENTS (only)				Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.			
	Base Contract & Prior Amendments	This Amendment ONLY					
END DATE	12/31/2006						
FY: 02	\$580,335,592.00	\$0.00					
FY: 03	\$601,009,808.00	\$0.00					
FY: 04	\$625,435,035.23	\$0.00					
FY: 05	\$632,613,416.00	\$0.00					
FY: 06	\$530,572,600.00	\$0.00					
FY: 07	\$265,286,300.00	\$0.00					
Total	\$3,235,252,751.23	\$0.00					

**CONTRACT #7**  
**RFS # 318.66-029**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**John Deere (formerly  
Heritage National Health  
Plan of TN)**

# REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS # 318.66-029

STATE AGENCY NAME : Departament of Finance and Administration, Bureau of TennCare

SERVICE CAPTION : Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population

CONTRACT # FA-02-14860-00

PROPOSED AMENDMENT # 8

CONTRACTOR : John Deere (formerly Heritage National Health Plan of TN)

CONTRACT START DATE : July 1, 2001

CURRENT, LATEST POSSIBLE END DATE :  
(including ALL options to extend) 12/31/2006

CURRENT MAXIMUM LIABILITY : \$829,121,057.57

LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :  
(including ALL options to extend) 12/31/2006

TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :  
(including ALL options to extend) \$829,121,057.57

APPROVAL CRITERIA :  
(select one)

☒ use of Non-Competitive Negotiation is in the best interest of the state

☐ only one uniquely qualified service provider able to provide the service

ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)

(1) description of the proposed additional service and amendment effects :

This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

408 North Cedar Bluff Road, Suite 400, Knoxville, TN 37923

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

**SIGNATURE DATE:**



# CONTRACT SUMMARY SHEET

RFS Number:	318.66-029			Contract Number:	FA-02-14860-08		
State Agency:	Department of Finance and Administration			Division:	Bureau of TennCare		
Contractor:				Contract Identification Number:			
JOHN DEERE (formerly Heritage National Health Plan of TN)				<input type="checkbox"/> V- <input type="checkbox"/> C-			
Service Description:							
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population							
Contract Begin Date:				Contract End Date:			
7/1/2001				12/31/2006			
Allotment Code:	Cost Center:	Object Code:	Fund:	Grant:	Grant Code:	Subgrant Code:	
318.66	414	134	11	<input type="checkbox"/> STARS			
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)		
2002	\$ 46,137,900.00	\$ 80,885,019.00			\$ 127,022,919.00		
2003	\$ 50,389,400.00	\$ 86,660,300.00			\$ 137,049,700.00		
2004	\$ 49,908,299.02	\$ 90,540,889.55			\$ 140,449,188.57		
2005	\$ 62,904,600.00	\$ 106,935,100.00			\$ 169,839,700.00		
2006	\$ 62,904,600.00	\$ 106,935,100.00			\$ 169,839,700.00		
2007	\$ 29,970,350.00	\$ 54,949,500.00			\$ 84,919,850.00		
Total:	\$ 302,215,149.02	\$ 526,905,908.55			\$ 829,121,057.57		
CFDA#:	93.778 Title XIX Dept. of Health and Human Services			Check the box ONLY if the answer is YES:			
State Fiscal Contract:				Is the Contractor a SUBRECIPIENT? (per OMB/A-133)			
Name: Scott Pierce				Is the Contractor a Vendor? (per OMB/A-133)			
Address: 310 Great Circle Road				Is the Fiscal Year Funding STRICTLY LIMITED?			
Phone: Nashville, TN				Is the Contractor on STARS?			
(615)507-6415				Is the Contractor's FORM W-9 ATTACHED?			
Procuring Agency Budget Officer Approval Signature:				Is the Contractor's Form W-9 Filed with Accounts?			
Scott Pierce							
COMPLETE FOR ALL AMENDMENTS (only)							
Base Contract & Prior Amendments		This Amendment ONLY		Funding Certification			
END DATE:		12/31/2006		Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.			
FY: 02	\$127,022,919.00						
FY: 03	\$137,049,700.00						
FY: 04	\$140,449,188.57						
FY: 05	\$169,839,700.00						
FY: 06	\$169,839,700.00						
FY: 07	\$84,919,850.00						
Total:	\$829,121,057.57		\$0.00				

**CONTRACT #8**  
**RFS # 318.66-032**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**Preferred Health Plan**

# REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS # 318.66-032

STATE AGENCY NAME : Departament of Finance and Administration, Bureau of TennCare

SERVICE CAPTION : Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population

CONTRACT # FA-02-14863-00

PROPOSED AMENDMENT # 8

CONTRACTOR : Preferred Health Plan

CONTRACT START DATE : July 1, 2001

CURRENT, LATEST POSSIBLE END DATE :  
(including ALL options to extend) 12/31/2006

CURRENT MAXIMUM LIABILITY : \$1,284,647,527.67

LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :  
(including ALL options to extend) 12/31/2006

TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :  
(including ALL options to extend) \$1,284,647,527.67

APPROVAL CRITERIA :  
(select one) ☒ use of Non-Competitive Negotiation is in the best interest of the state

☐ only one uniquely qualified service provider able to provide the service

ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)

(1) description of the proposed additional service and amendment effects :

This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

1420 Centerpoint Blvd., Knoxville, TN 37932

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:

# CONTRACT SUMMARY SHEET

<b>RPS Number:</b> 318.66-032		<b>Contract Number:</b> FA-02-14863-08	
<b>State Agency:</b> Department of Finance and Administration		<b>Division:</b> Bureau of TennCare	
<b>Contractor:</b>		<b>Contract Identification Number:</b>	
<b>PREFERRED HEALTH PLAN</b>		<input type="checkbox"/> V- <input type="checkbox"/> C-	
<b>Service Description</b>			
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population			
<b>Contract Begin Date</b>		<b>Contract End Date</b>	
7/1/2001		12/31/2006	
<b>Allotment Code</b>	<b>Cost Center</b>	<b>Object Code</b>	<b>Fund</b>
318.66	419	134	11
		<input type="checkbox"/> STARS	
<b>FY</b>	<b>State Funds</b>	<b>Federal Funds</b>	<b>Interdepartmental Funds</b>
2002	\$ 78,953,471.00	\$ 138,414,473.00	
2003	\$ 64,946,700.00	\$ 111,774,800.00	
2004	\$ 83,013,699.12	\$ 150,598,884.55	
2005	\$ 97,326,850.00	\$ 165,451,350.00	
2006	\$ 97,326,850.00	\$ 165,451,350.00	
2007	\$ 46,370,500.00	\$ 85,018,600.00	
<b>Total</b>	\$ 467,938,070.12	\$ 816,709,457.55	
<b>CFDA#</b> 93.778 Title XIX Dept. of Health and Human Services		<b>Check the box ONLY if the answer is YES</b>	
<b>State Fiscal Contract</b>		<b>Is the Contractor a SUBRECIPIENT? (per OMB A-133)</b>	
<b>Name:</b> Scott Pierce		<b>Is the Contractor a Vendor? (per OMB A-133)</b>	
<b>Address:</b> 310 Great Circle Road		<b>Is the Fiscal Year Funding STRICTLY LIMITED?</b>	
<b>Phone:</b> Nashville, TN (615)507-6415		<b>Is the Contractor on STARS?</b>	
<b>Procuring Agency Budget Officer Approval Signature</b>		<b>Is the Contractor's FORM W-9 ATTACHED?</b>	
Scott Pierce		<b>Is the Contractor's Form W-9 Filed with Accounts?</b>	
<b>COMPLETE FOR ALL AMENDMENTS (only)</b>			
<b>END DATE</b>	<b>Base Contract's Prior Amendments</b>	<b>This Amendment ONLY</b>	
	12/31/2006		
<b>FY: 02</b>	\$217,367,944.00		
<b>FY: 03</b>	\$176,721,500.00		
<b>FY: 04</b>	\$233,612,583.67		
<b>FY: 05</b>	\$262,778,200.00		
<b>FY: 06</b>	\$262,778,200.00		
<b>FY: 07</b>	\$131,389,100.00		
<b>Total</b>	\$1,284,647,527.67	\$0.00	
<b>Funding Certification</b> Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.			

**CONTRACT #9**  
**RFS # 318.66-033**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**VHP Care, Inc.**

# REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS # 318.66-033

STATE AGENCY NAME : Department of Finance and Administration, Bureau of TennCare

SERVICE CAPTION : Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population

CONTRACT # FA-02-14864-00

PROPOSED AMENDMENT # 8

CONTRACTOR : VHP Care, Inc.

CONTRACT START DATE : July 1, 2001

CURRENT, LATEST POSSIBLE END DATE :  
(including ALL options to extend) 12/31/2006

CURRENT MAXIMUM LIABILITY : \$346,710,139.48

LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :  
(including ALL options to extend) 12/31/2006

TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :  
(including ALL options to extend) \$346,710,139.48

APPROVAL CRITERIA :  
(select one)



use of Non-Competitive Negotiation is in the best interest of the state



only one uniquely qualified service provider able to provide the service

ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)

(1) description of the proposed additional service and amendment effects :

This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

215 Centerview Drive, Suite 300, Brentwood, TN 37027

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:



# CONTRACT SUMMARY SHEET

RFS Number:	318.66-033			Contract Number:	FA-02-14864-08	
State Agency:	Department of Finance and Administration			Division:	Bureau of TennCare	
Contractor:				Contract Identification Number:		
VHP CARE, INC				<input type="checkbox"/> V- <input type="checkbox"/> C-		
Service Description						
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population						
Contract Begin Date				Contract End Date		
7/1/2001				12/31/2006		
Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	420	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 23,953,123.00	\$ 41,992,567.00			\$ 65,945,690.00	
2003	\$ 20,079,800.00	\$ 34,576,600.00			\$ 54,656,400.00	
2004	\$ 16,554,335.33	\$ 30,031,964.15			\$ 46,586,299.48	
2005	\$ 26,596,250.00	\$ 45,212,450.00			\$ 71,808,700.00	
2006	\$ 26,596,250.00	\$ 45,212,450.00			\$ 71,808,700.00	
2007	\$ 12,671,550.00	\$ 23,232,800.00			\$ 35,904,350.00	
Total	\$ 126,451,308.33	\$ 220,258,831.15	\$ -	\$ -	\$ 346,710,139.48	
GFD/VS	93.778 Title XIX Dept. of Health and Human Services			Check the box ONLY if the answer is YES		
State Fiscal Contract				Is the Contractor a SUBRECIPIENT? (per OMB A-133)		
Name: Scott Pierce				Is the Contractor a Vendor? (per OMB A-133)		
Address: 310 Great Circle Road				Is the Fiscal Year Funding STRICTLY LIMITED?		
Phone: Nashville, TN (615)507-6415				Is the Contractor on STARS?		
Procuring Agency Budget Officer Approval Signature				Is the Contractor's FORM W-9 ATTACHED?		
Scott Pierce				Is the Contractor's Form W-9 Filed with Accountant?		
COMPLETE FOR ALL AMENDMENTS (only)				Funding Certification		
	Base Contract & Prior Amendments	This Amendment ONLY				
END DATE:	12/31/2006					
FY: 02	\$65,945,690.00					
FY: 03	\$54,656,400.00					
FY: 04	\$46,586,299.48					
FY: 05	\$71,808,700.00					
FY: 06	\$71,808,700.00					
FY: 07	\$35,904,350.00					
Total	\$346,710,139.48	\$0.00				
Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.						

**CONTRACT #10**  
**RFS # 318.66-017**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**Unison Health Plan of  
Tennessee, Inc. (formerly  
Better Health Plans, Inc.)**

# REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS # 318.66-017

STATE AGENCY NAME : Department of Finance and Administration, Bureau of TennCare

SERVICE CAPTION : Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population

CONTRACT # FA-02-14858-00

PROPOSED AMENDMENT # 9

CONTRACTOR : Unison Health Plan of Tennessee, Inc.  
(formerly Better Health Plans, Inc.)

CONTRACT START DATE : July 1, 2001

CURRENT, LATEST POSSIBLE END DATE : 12/31/2006  
(including ALL options to extend)

CURRENT MAXIMUM LIABILITY : \$462,601,359.65

LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT : 12/31/2006  
(including ALL options to extend)

TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT : \$462,601,359.65  
(including ALL options to extend)

APPROVAL CRITERIA : (select one) ☒ use of Non-Competitive Negotiation is in the best interest of the state

☐ only one uniquely qualified service provider able to provide the service

ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)

(1) description of the proposed additional service and amendment effects :

This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**  
(not required if proposed contractor is a state education institution)

890 Willow Tree Circle, Cordova, TN 38018

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**  
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:

# CONTRACT SUMMARY SHEET

RFS Number:	318.66-017	Contract Number:	FA-02-14858-09
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare

Contractor	Contract Identification Number
Unison Health Plan of Tennessee, Inc. (formerly Better Health Plans, Inc.)	<input type="checkbox"/> V- <input type="checkbox"/> C- 25-1825549

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/2001	12/31/2006

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	413	134	11	<input type="checkbox"/> STARS		

FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)
2002	\$ 26,124,717.00	\$ 45,799,618.00			\$ 71,924,335.00
2003	\$ 26,541,000.00	\$ 45,753,600.00			\$ 72,294,600.00
2004	\$ 27,913,691.56	\$ 50,639,483.09			\$ 78,553,174.65
2005	\$ 35,530,800.00	\$ 60,400,900.00			\$ 95,931,700.00
2006	\$ 35,530,800.00	\$ 60,400,900.00			\$ 95,931,700.00
2007	\$ 16,928,350.00	\$ 31,037,500.00			\$ 47,965,850.00
<b>Total</b>	<b>\$168,569,358.56</b>	<b>\$ 294,032,001.09</b>			<b>\$ 462,601,359.65</b>

GRDA#	93.778 Title XIX Dept. of Health and Human Services	Check the box ONLY if answer is YES
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State Fiscal Contract	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name: Scott Pierce	Is the Contractor a Vendor? (per OMB A-133)
Address: 310 Great Circle Road	Is the Fiscal Year Funding STRICTLY LIMITED?
Phone: Nashville, TN	
(615)507-6415	

Procuring Agency Budget Officer Approval Signature	Is the Contractor on STARS?
Scott Pierce	Is the Contractor's FORM W-9 ATTACHED?
	Is the Contractor's Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification
END DATE	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
FY: 02	\$71,924,335.00		
FY: 03	\$72,294,600.00		
FY: 04	\$78,553,174.65		
FY: 05	\$95,931,700.00		
FY: 06	\$95,931,700.00		
FY: 07	\$47,965,850.00		
<b>Total</b>	<b>\$462,601,359.65</b>		

**CONTRACT #11**  
**RFS # 318.66-030**

**Department of Finance &  
Administration/Bureau  
of TennCare**

**VENDOR:**  
**Memphis Managed Care  
Corporation (TLC)**

# REQUEST: NON-COMPETITIVE AMENDMENT

**APPROVED**

**Commissioner of Finance & Administration**

**Date:**

Each of the request items below indicates specific information that must be individually detailed or addressed as required.  
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT  
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

<b>RFS #</b>	318.66-030		
<b>STATE AGENCY NAME :</b>	Department of Finance and Administration, Bureau of TennCare		
<b>SERVICE CAPTION :</b>	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
<b>CONTRACT #</b>	FA-02-14861-00	<b>PROPOSED AMENDMENT #</b>	9
<b>CONTRACTOR :</b>	Memhis Managed Care Corporation (TLC)		
<b>CONTRACT START DATE :</b>	July 1, 2001		
<b>CURRENT, LATEST POSSIBLE END DATE :</b> (including ALL options to extend)	12/31/2006		
<b>CURRENT MAXIMUM LIABILITY :</b>	\$1,967,225,252.97		
<b>LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :</b> (including ALL options to extend)	12/31/2006		
<b>TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :</b> (including ALL options to extend)	\$1,967,225,252.97		
<b>APPROVAL CRITERIA :</b> (select one)	<input checked="checked" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state  <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
<b>ADDITIONAL REQUIRED REQUEST DETAILS BELOW</b> (address each item immediately following the requirement text)			
<b>(1) description of the proposed additional service and amendment effects :</b>			
This amendment extends the term of the agreement, clarifies reporting requirements related to Risk requirements, updates fraud and abuse requirements consistent with the newly formed Office of Inspector General, strengthens Third Party Liability (TPL) requirements, updates various Reform requirements, strengthens appeal requirements, adds additional Disease Management requirements with possible performance payments, and makes various housekeeping changes.			

**(2) explanation of need for the proposed amendment :**

It is necessary to amend this MCO agreement to extend the term as well as clarify TennCare changes recently approved by CMS and the courts. Specifically, the language conforms to changes specified in item (1) above as well as provides needed amended financial requirements and language clarifications.

**(3) name and address of the proposed contractor's principal owner(s) :**

(not required if proposed contractor is a state education institution)

1407 Union Avenue, Suite 210, Memphis, TN 38104

**(4) documentation of OIR endorsement of the Non-Competitive procurement request :**

(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :**

(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

**(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :**

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

**(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :**

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

**AGENCY HEAD REQUEST SIGNATURE:**

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:



# CONTRACT SUMMARY SHEET

<b>RFS Number:</b>	318.66-030	<b>Contract Number:</b>	FA-02-14861-09
<b>State Agency:</b>	Department of Finance and Administration	<b>Division:</b>	Bureau of TennCare
<b>Contractor:</b>		<b>Contract Identification Number:</b>	
<b>MEMPHIS MANAGED CARE CORPORATION (TLC)</b>		<input type="checkbox"/> V- <input type="checkbox"/> C-	

## Service Description

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

<b>Contract Begin Date:</b>	<b>Contract End Date:</b>
7/1/2001	12/31/2006

Alloant Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00	
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2004	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2005	\$ 145,810,850.00	\$ 247,872,250.00			\$ 393,683,100.00	
2006	\$ 145,810,850.00	\$ 247,872,250.00			\$ 393,683,100.00	
2007	\$ 69,470,350.00	\$ 127,371,200.00			\$ 196,841,550.00	
<b>Total</b>	<b>\$ 716,709,291.32</b>	<b>\$ 1,250,515,961.65</b>			<b>\$ 1,967,225,252.97</b>	

<b>GFDAY:</b>	93.778 Title XIX Dept. of Health and Human Services	<b>Check the box ONLY if the answer is YES</b>	
<b>State Fiscal Contract</b>		<b>Is the Contractor a SUBRECIPIENT? (per OMB A-133)</b>	
<b>Name:</b> Scott Pierce		<b>Is the Contractor a Vendor? (per OMB A-133)</b>	
<b>Address:</b> 310 Great Circle Road		<b>Is the Fiscal Year Funding STRICTLY LIMITED?</b>	
<b>Phone:</b> Nashville, TN (615)507-6415		<b>Is the Contractor on STARS?</b>	
<b>Procuring Agency Budget Officer Approval Signature</b>		<b>Is the Contractor's FORM W-9 ATTACHED?</b>	
Scott Pierce		<b>Is the Contractor's Form W-9 Filed with Accountant?</b>	

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification
	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
<b>END DATE:</b>	<b>12/31/2006</b>		
<b>FY: 02</b>	\$297,054,062.00		
<b>FY: 03</b>	\$342,241,300.00		
<b>FY: 04</b>	\$343,722,140.97		
<b>FY: 05</b>	\$393,683,100.00		
<b>FY: 06</b>	\$393,683,100.00		
<b>FY: 07</b>	\$196,841,550.00		
<b>Total</b>	<b>\$1,967,225,252.97</b>		